

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

<b>TIMOTHY MORGAN, individually and on behalf of all others similarly situated,</b>	X
Plaintiff,	:
vs.	:
<b>NETWORK ENGINES, INC., JOHN CURTIS, DOUGLAS G. BRYANT, and LAWRENCE A. GENOVESI,</b>	:
Defendants.	:
	X
<b>EDWIN POWELL MILLER, individually and on behalf of all others similarly situated,</b>	: 1:04cv 10022 (JLT)
Plaintiff,	:
vs.	:
<b>NETWORK ENGINES, INC., JOHN CURTIS DOUGLAS G. BRYANT and LAWRENCE A. GENOVESI,</b>	:
Defendants.	:
	X

(Additional Captions Set Forth Below)

**DECLARATION OF NANCY FREEMAN GANS IN SUPPORT OF THE  
MOTION OF WING KAM YU, BLAKE KUNKEL AND THOMAS CUNNINGHAM FOR  
CONSOLIDATION, APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL  
OF THEIR SELECTION OF LEAD AND LIAISON COUNSEL**

<b>DAVID DUBROW, individually and on behalf of all others similarly situated,</b>	X
Plaintiff,	:
vs.	:
<b>NETWORK ENGINES, INC., ,</b>	:
Defendants.	:
	:
	X
<b>WING KAM YU, individually and on behalf of all others similarly situated,</b>	: 1:04cv 10238 (DPW)
Plaintiff,	:
vs.	:
<b>NETWORK ENGINES, INC., JOHN CURTIS, and DOUGLAS G. BRYANT,</b>	:
Defendants.	:
	X
<b>HERBERT A. REITZEL on behalf of himself and others similarly situated,</b>	: 1:04cv 10288 (JLT)
Plaintiff,	:
vs.	:
<b>NETWORK ENGINES, INC., JOHN CURTIS, DOUGLAS G. BRYANT and LAWRENCE A. GENOVESI,</b>	:
Defendants.	:
	X

Nancy Freeman Gans, under penalties of perjury, hereby declares:

1. I am a member of the firm Moulton & Gans P.C. I make this declaration in support of the motion of Wing Kam Yu, Blake Kunkel and Thomas Cunningham ("Movants") to be appointed Lead Plaintiff and for approval of its selection of lead counsel.

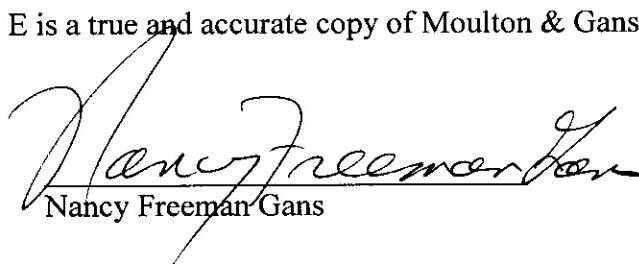
2. Attached hereto as Exhibit A is a true and accurate copy of the first-published notice on PR Newswire, issued on December 16, 2003.

3. Attached hereto as Exhibit B are true and accurate copies of the Certifications of Wing Kam Yu, Blake Kunkel and Thomas Cunningham.

4. Attached hereto as Exhibit C is a true and accurate copy of a Chart presenting Movants' transactions in Network Engines common stock and summarizing their total estimated losses.

5. Attached hereto as Exhibit D is a true and accurate copy of Milberg Weiss Bershad Hynes & Lerach LLP's firm biography.

6. Attached hereto as Exhibit E is a true and accurate copy of Moulton & Gans, PC's firm biography.



Nancy Freeman Gans

Dated: February 17, 2004  
Boston, Massachusetts

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each party by mail (by hand) on 2/17/04

